EXHIBIT L

244

Soichi Teraoka

送信者:

"Yuichi Ito" <y.ito@ana.co.jp>

宛先:

⟨Matthew.Robinson@ual.com⟩

Cc:

<Michael.Gentile@ual.com>; <k.matsuda@ana.co.jp>; <s.teraoka@ana.co.jp>

送信日時: 件名:

2002年 6月 25日 火曜日 午後 09:22 Re: HNL, IAD, and SFO Line Maintenance

Dear Matt-san,

Thank you very much for your consideration to the handling charges in IAD and SFO provided in your message. We are very happy to hear of it and really appreciate your efforts.

However, we have to evaluate your offer about HNL very carefully. Unfortunately your explanation is unclear for us; UA's basic stand point for manpower assignment (two mechanics for each flight or three mechanics for two flights), what kind of condition and/or situation will make UA provide three mechanics for two flights, such and such Anyway, it seems that UA will make best efforts to provide two mechanics for each flight, however it is very difficult for us to imagine and understand how UA manage and control the manpower assignment for our aircraft handling in HNL. Accordingly, please complement your offer about HNL by giving us the supplementary explanation in detail.

Looking forward to hearing from you soon.

Best Regards,

Yuichi, ANA

--- Original Message ----

From: <Matthew.Robinson@ual.com>

To: , <s.teraoka@ana.co.jp; <y.ito@ana.co.jp>

Cc: <Michael.Gentile@ual.com>

Sent: Thursday, June 20, 2002 4:06 AM Subject: HNL, IAD, and SFO Line Maintenance

> Dear Ito-san, Soichi-san, and Matsuda-san,

> Thank you so much for your patience while we have reviewed our cost > estimates for all three stations. We value our business relationship

> with ANA highly, and have looked at all possible ways to conserve costs.

I am happy to report that after our review, we will not raise the price
 charged to ANA in IAD and SFO for another 12 month term. With regret,

> our review of the handling costs in HNL still warrants a slight price

> increase.

> We want to do everything possible to keep you as our customer in all > stations, including HNL. Our HNL station enjoys its relationship with

> ANA and does not want to lose your business. We realize that cost

> control is extremely important to ANA, so we have come up with a

> solution that we would like you to consider. If ANA is able to renew

> our HNL contract without the requirement of having two mechanics
> assigned for the entire ground time of both of your HNL daily flights.

> we would be able to conserve costs and not ask for a price increase for

> another 12 month term.

> If ANA gives our HNL station this flexibility, our HNL station will

> provide two mechanics for both flights to the extent possible (and

> probably for most of the time), however, there may be a few times when

> only three mechanics are attending both of your flights (while they are

> on the ground at the same time.)

If this is unacceptable to ANA, we will ask for a slight price increase > of 6%, and we will be able to continue with the service already being

> provided to ANA without compromise.

> I hope we still can be your line maintenance service provider in HNL, > IAD, and SFO. I look forward to hearing back from you and will answer > any questions that you may have.

> Best regards,

Filed 11/09/2007

Soichi Teraoka

送信者: 〈Matthew.Robinson@ual.com〉

宛先: 〈k.matsuda@ana.co.jp〉; 〈s.teraoka@ana.co.jp〉; 〈y.ito@ana.co.jp〉

Cc: (Michael.Gentile@ual.com)

Case 3:07-cv-03422-EDL

送信日時: 2002年 6月 20日 木曜日 午前 04:06 件名: HNL, IAD, and SFO Line Maintenance

Dear Ito-san, Soichi-san, and Matsuda-san,

Thank you so much for your patience while we have reviewed our cost estimates for all three stations. We value our business relationship with ANA highly, and have looked at all possible ways to conserve costs.

I am happy to report that after our review, we will not raise the price charged to ANA in IAD and SFO for another 12 month term. With regret, our review of the handling costs in HNL still warrants a slight price increase.

We want to do everything possible to keep you as our customer in all stations, including HNL. Our HNL station enjoys its relationship with ANA and does not want to lose your business. We realize that cost control is extremely important to ANA, so we have come up with a solution that we would like you to consider. If ANA is able to renew our HNL contract without the requirement of having two mechanics assigned for the entire ground time of both of your HNL daily flights, we would be able to conserve costs and not ask for a price increase for another 12 month term.

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If this is unacceptable to ANA, we will ask for a slight price increase of 6%, and we will be able to continue with the service already being provided to ANA without compromise.

I hope we still can be your line maintenance service provider in HNL, IAD, and SFO. I look forward to hearing back from you and will answer any questions that you may have.

Best regards,

Matthew Robinson Account Manager - Line Maintenance [PICTURE] 847-700-1064 FAX: 847-364-1849

北米基地整備委託契約交涉一料金早見表

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← US\$410,00の15.9%値上げ US\$475.30 (=US\$410.00 × 1.03^5) US\$448.02 (=US\$410.00×1.03^3) AA値上げ料金目安 : ① 1986年から3年おきに3%値上げした場合

1986年から5年おきに3%値上げした場合 1986年から3年おきに2%値上げした場合 **® ®**

ļ US\$452,67 (=US\$410.00×1.02^5)

US\$410.00のJ10.4%値上げ ← US\$410,00009,3%億上げ

送信者:

<Matthew.Robinson@ual.com>

宛先

<s.teraoka@ana.co.jp>

送信日時:

2002年 6月 1日 土曜日 午前 12:06

件名:

RE: Line Maintenance at HNL, IAD, SFO, and LAX

Dear Soichi-san,

Thank you for your candid e-mail. This is a difficult business decision for us to make, so I appreciate your patience for our delayed response. We are checking with our stations once again on projected operating costs. I am optimistic about SFO and IAD, however HNL is more of a challenge.

I hope to have news for you by next week.

Best regards,

Matthew Robinson Account Manager - Line Maintenance

847-700-1064 FAX: 847-364-1849

----Original Message----

From: s.teraoka@ana.co.jp [mailto:s.teraoka@ana.co.jp]

Sent: Friday, May 24, 2002 3:56 AM To: Robinson, Matthew /whqus

Cc: steraoka@ana.co.jp; y.ito@ana.co.jp; k.matsuda@ana.co.jp Subject Re: Line Maintenance at HNL, IAD, SFO, and LAX

Hello Matt san.

I thank you so much for your timely response.

After we review your proposal and discuss several related persons internally, we would like to let you know our current disposition as below;

As for LAX Line Maintenance issue, we well understand your capability and performance would be very excellent based on our survey for UA capability of B777 at LAX. However, your new proposed price is still not competitive. In addition to this price condition, we have been satisfied good relationship with the current handling company for over 10 years. Therefore, it is preferable for us to continue the contract with the current handling company in LAX. Of course, we will review and consider the future contracts compared with all other competitors yearly basis in future. I am sorry to say that we will think another choice at this moment for LAX.

On the other hand, we are truly eager to continue the good relationship with you at the other 3 Airports – SFO, IAD, and HNL since we are very satisfied your skilled performance, although the other competitors are knocking our door at attractive conditions. In order for us to continue our good relationship at these 3 Airports, we are really eager to maintain the current price because the price for 3 Airports have already been raised last year. Even if we will not discuss LAX issue at this moment, it is the most appreciated that you can give us to maintain the existing contracts. Please reconsider your proposal in the case of excluding LAX issue. I am looking forward to hearing your disposition soon. Your kindest understanding would be highly appreciated.

Best regards,

Soichi Teraoka Assistant Manager Technical Sales & Contracts

送信者:

"Soichi Teraoka" <s.teraoka@ana.co.jp>

宛先:

<Matthew.Robinson@ual.com>

Cc:

"Matsuda Kiyoji" (k.matsuda@ana.co.jp); "Ito Yuichi" (y.ito@ana.co.jp)

送信日時:

2002年 5月 24日 金曜日 午後 05:47

件名:

Re: Line Maintenance at HNL, IAD, SFO, and LAX

Hello Matt san,

I thank you so much for your timely response.

After we review your proposal and discuss several related persons internally, we would like to let you know our current disposition as below;

As for LAX Line Maintenance issue, we well understand your capability and performance would be very excellent based on our servey for UA capability of B777 at LAX. However, your new proposed price is still not competitive. In addition to this price situation, we have been satisfied good relationship with the current handling company for over 10 years. Therefore, it is preferable for us to continue the contract with the current handling company in LAX. Of course, we will review and consider the future contracts compared with all other competitors yearly basis in future. I am sorry to say that we will think another choice at this moment for LAX.

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Best regards,

Soichi Teraoka
Assistant Manager
Technical Sales & Contracts
Engineering and Maintenance
All Nippon Airways Co., Ltd.
Tel: +813-5756-5411
Fax: +813-5756-5407
E-mail: s.teraoka@ana.co.jp

---- Original Message ----From: <Matthew.Robinson@ual.com>

To: (k.matsuda@ana.co.jp); (s.teraoka@ana.co.jp)

Sent: Friday, May 24, 2002 7:18 AM

Subject: Line Maintenance at HNL, IAD, SFO, and LAX

> Dear Mr. Matsuda and Mr. Teraoka,

> As promised, I am happy to offer you a new proposal for line maintenance > at our existing contracted stations and LAX. We have carefully reviewed > our costs associated with handling ANA in HNL, IAD, LAX, and SFO. ANA > is a very important customer to United Services and our valued Star > Alliance Partner. In addition, we understand the challenges that ANA is > facing during this difficult economic climate. ANA's challenges are > very similar to United's.

送信者:

<Matthew.Robinson@ual.com>

宛先:

<k.matsuda@ana.co.jp>; <s.teraoka@ana.co.jp>

送信日時:

2002年 5月 24日 金曜日 午前 07:18

件名:

Line Maintenance at HNL, IAD, SFO, and LAX

Dear Mr. Matsuda and Mr. Teraoka,

As promised, I am happy to offer you a new proposal for line maintenance at our existing contracted stations and LAX. We have carefully reviewed our costs associated with handling ANA in HNL, IAD, LAX, and SFO. ANA is a very important customer to United Services and our valued Star Alliance Partner. In addition, we understand the challenges that ANA is facing during this difficult economic climate. ANA's challenges are very similar to United's.

I want to remind you that United Services enjoys having ANA as our customer in HNL, IAD, and SFO. Our LAX station is just as eager to have ANA as our customer. With United at LAX, ANA will be well served for its B777-200 flights.

- United has the same engine as ANA, the PW4000
- United has a large supply of B777 AND PW4000 spare parts at LAX United has 60 B777-200s, more B777-200s than any other carrier
- world-wide
- Our LAX station has valuable experience with B777-200 ETOPS flights
- We are capable of taking over ANA's full technical handling at LAX with minimal training needed, or we can just provide maintenance assistance.
- We will offer ANA a price for line maintenance assistance and line maintenance full technical handling. ANA will have the flexibility to change to line maintenance assistance or line maintenance full technical handling at any point.
- You will have me as your single contact point for HNL, IAD, SFO, and LAX

New LAX Proposal: \$700 per line maintenance check with airworthiness release /4550 per line maintenance check without airworthiness release

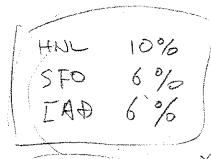
Regarding our existing contracts at HNL, IAD, and SFO, regrettably, we have to insist on a slight price increase. Our labor costs have increased a dramatic 37%, much more than we forecasted last year. However, winning your business in LAX is so important to us that we will offer the following if ANA accepts our current LAX proposal:

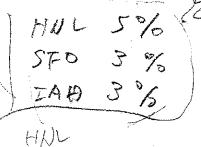
HNL: 4% Price Increase IAD: No Price Increase SFO: No Price Increase

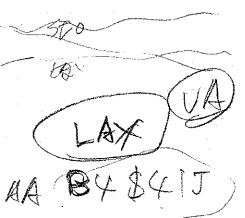
I look forward to hearing back from you soon.

Best regards.

Matthew Robinson Account Manager - Line Maintenance [PICTURE] 847-700-1064 FAX: 847-364-1849







(Matthew.Robinson@ual.com)

宛先: (s,teraoka@ana.co.jp)

送信日時: 2002年 5月 16日 木曜日 午前 05:29

件名: RE: 3 Airport Contracts Issue

Soichi-san,

送信者:

It was a pleasure meeting you as well. I know we will have a great business relationship. That Sushi restaurant was one of the best places I have ever been for Sushi! It was excellent. The next time I go to Tokyo - I want to go back!

Regarding our existing contracts, I realize ANA's situation. I also realize that ANA may leave United if we increase the price - so I am proceeding very carefully. We are have to further analyze the situation, and I will provide you an answer prior to the end of next

I look forward to meeting with Mr. Kuriyama tomorrow in LAX. I want to remind you that I will provide you with a significantly lower price for LAX since the airworthiness release will not be required.

Best regards,

Matthew Robinson Account Manager - Line Maintenance [PICTURE] 847-700-1064 FAX: 847-364-1849

----Original Message----

From: s.teraoka@ana.co.jp [mailto:s.teraoka@ana.co.jp]

Sent: Wednesday, May 15, 2002 12:42 AM

To: Robinson, Matthew /whgus

Cc: s.teraoka@ana.co.jp; y.ito@ana.co.jp; k.matsuda@ana.co.jp

Subject: 3 Airport Contracts Issue

<< File: 3 Airport Contracts Issue.HTM >>

送信者:

"Soichi Teraoka" (s.teraoka@ana.co.jp>

宛先:

<Matthew.Robinson@ual.com>

Ge:

~ito yuichi~ <y.ito@ana.co.jp>; ~matsuda kiyoji~ <k.matsuda@ana.co.jp>

送儒日時:

2002年 5月 15日 水曜日 午後 02:41

件名:

3 Airport Contracts Issue

Helio Matt-san.

Thank you so much for visiting our office and it was truly nice to meet you last week!! I hope you could have really enjoyable dinner with us. If you will be able to stay in downtown of Tokyo next time, we will take you other attractive and exciting place until late night. I also hope we can begin the business much smoother since we know each face now.

As for the current 3 airport contracts issue, as Matsuda san explained you during the meeting, ANA has been facing very serious economical problems this year since a merger of JAL & JAS, enormous system development invests and so on. Therefore, we really need to save every maintenance cost much more than the past, including outsourcing maintenance cost at any overseas airports.

Of course, we understand your company is also facing very serious situation. However, please reconsider to maintain the current maintenance prices at least until contract expired dates in 2003. We are looking forward to hearing your comment very soon. Thank you.

Best regards,

Soichi Teraoka
Assistant Manager
Technical Sales & Contracts
Engineering and Maintenance
All Nippon Airways Co., Ltd.
Tel: +813-5756-5411
Fax: +813-5756-5407
E-mail: s.teraoka@ana.co.jp

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ر الم	B)777	Dec98	\$750.00	Sep-01	13.3%	850	Sep-02	80.9	\$900.00	\$50.00	\$18,250.00
Ι¥Ω	B777	Dec99	\$700.00	Dec-01	21.4%	820	Dec-02	80.9	\$900.00	\$50.00	\$18,250,00
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IAD	F7778	Dec99	\$700.00	Dec-01	21.4%	820	Dec-02	3.0%	\$875.00	\$25.00	\$9,125.00
Ī	B767	Jun-00	\$660.00	Sep-01	12.0%	740	Sep-02	5.0%	\$775.00	\$35.00	\$25,550.00
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APO	A/C Type	Effective	前回価格	Effective	Rate	現行価格	Effective	備上瀬	值上率 次回価格	海姆	年間許
SFO	F777	Dec-98	\$750.00	Sep-01	13.3%	850	Sep-02	2.0%	\$867.00	\$17.00	\$6.205.00
IAD	F7773	Dec-98	\$700.00	Dec01	21.4%	850	Dec-02	2.0%	\$867.00	\$17.00	\$6,205.00
Z	B767	Jun-00	\$660.00	Sep-01	12.0%	740	Sep-02	4.0%	\$770.00	\$30.00	\$21,900,00
											\$34,310.00

a.ichikawa

送信者:

"Minoru Komuro" (m.komuro@flv-ana.com)

宛先:

Cen

"MCC柴田主席" <ts.shibata@ana.co.jp>; "A.Ichikawa" <a.ichikawa@ana.co.jp>; "T.Kuriyama"

<t.kuriyama@ana.co.jp>

〈t.inada@ana.co.jp〉; "SFO空港 畑MQR殿" 〈t.hata@fly-ana.com〉

送信日時:

2002年7月28日 12:32

件名:

SFOUA MAINTへの委託状況について

皆様

暑中お見舞い申し上げます。

赴任後3ヶ月経ち整備委託体制について大小種々の問題が明らかになって参りましたので 報告をさせていただきます。以前のORDと比較して、一言で言えば暖簾に腕押し、ぬかにくぎ状態がここSFOUAであります。余りに多くのCSがいるためANAのやり方に慣熟した者が少なく、ここ1年ほどのなかでCSとなった者への伝達 もなく(形だけの教育訓練で終わってしまっている)非常にお寒い委託体制です。また、ANAのやり方は面倒くさいので ANAの仕事はやりたくない、と公然と言い出す者も多い状況です。それでも指示されればきますが行動に現れています。また、過去2年以上は5便程度の運航であった為整備MGRがつきっきりで対応できたため問題が顕在化しなかっ たという点も考えられます。今年4月から毎日運航になり、かつ、主に到着遅れから来る出発遅れの状態は国際線路 線中ワースト1となって現れている中、何らかの対応が必要になっています。

具体的問題点を以下に列挙しますので今後の対応の一助としてください。

- 1、SITAにてのW/REQのINFO、FUEL LOADING SHEETが当日のCSに伝達されない、ことがある。SITA はそ の他多くのMSG伝達に利用されており膨大な紙が排出されるために、多くのメカは無視して捨ててしまう。 その証拠に整備の記録関係がファイルされている引出しの中の書類が毎日違ったものがファイルされている。 尚、FAXによるMOCからUA整備への連絡は7月23日より中止し、SITAとACSのみで連絡体制を組替えた。
- -BUSINESS CORRDINATOR MR. COLLIN BOTTO氏に7月25日e-mailを出し、ANA ACS COMP付近の あるSITA PRINTERを追加で指定し、ANA CSが必ずANA機のMSGを入手できる環境を整えるよう依頼。 保管しなければならない書類はなんと何かをSPVSRに31日以降確認する。
- 2、6月24日B44就航時にTAILTANKへの燃料搭載を実施せず、代わりにCENTER TANKへ搭載した。 (MOCへは既報、乗員への問題波及を懸念し、MOCにて留めていますので機体計画部はご注意願います。) ー、MR.MAT ROBINSON,MR.COLLIN BOTTO氏経由MR.JOE DAVISへB44CSに対する再訓練を依頼。 訓練終了。但し、UA MGMTからは何らの報告連絡はなし。
- 3、ACSがこちらの時間で12時半から3時半までREDUCED FUNCTIONになるためW/RECは相変わらず FAXでの送付が5割程度ある。
- ーMERSでこの時間帯における定期修理がずれることを希望、尚 MERSの回線工事は7月26日現在で 終了しあとは端末を設置し、訓練を9月第1週に希望(訓練担当 MR.MARTY REYNOLDSより)。
- 4、ANA ACSでANA MM、IPC CD-ROMが読み取れなかった。
- ——7月18日にACC AMERICAからの出張者により、ACROBAT READER 5.0をINSTALLしようやく解決。
- 5、MEL BOOKを持ってくるCSが一人もいない。また、MEL適用に関する手順も20人もいるため確実な人ごく 少数。又、FM RADIOでの連絡を取れるCSは1割程度(2-3名)であり、ANAおよび運航委託先との連絡 悪い。運航にMEL適用を伝えなければいけないことを知らない者多し。
- MR.MAT ROBINSON、COLLIN BOTTO、への申し入れ数回に係らず改善なし。私が出勤時は直接指 導するが休日は穴が開いてもおかしくない状況。運送担当にフォローをしてもらっているが責任部門では なく無理がある。
- 6、CSの数が多すぎる 20名以上
- MR.COLLIN BOTTOへは数を減らし、ANA便のやり方に習熟したCSを持ってくれるようMTGをもって
- 7、現場のSPVRはANAのCSでは無いためANA CSの部下がどう困っているのかわかっていない、 特にACS操作に関して。
- 8、ANA側のW/REQの作業場所が不確かな表記になっている事例あり。
 - ーーー7月26日8便到着後、不十分な指示内容のW/REQに従ってUA整備がSAARUの交換に

掛かってしまった。これにより15分PAX案内が遅れた。

NRTMMからSAARUがバルクに搭載されている、というMSGを受け取ったGSはAGS上REPLACE SAARU の指示があったため当然のごとく作業を始めたが、NRTは不具合再発時用に念のために部品を搭載していただけであった。その意図がSITA MSGでは伝わっておらず、作業が開始された。ANA運送MGRが交換作業が実施されているというランプ担当者からの情報を元にMOCに電話しはじめてMOCも部品が 搭載されていることに気ずいたとのこと。SFOでの交換作業は不要とのMOCのアドバイスにより外しかけていたSAARUを復旧し、部品もバルクに再度搭載した。尚、整備MGRは公休だった。

ーーー成田及びMOC B7に本日27日連絡し、両者の情報の共有化を計るよう依頼 するとともにW/REQの作業場所の記述をより具体的にして欲しい旨依頼した。

以上

小室 稔 SFO